

**UNITED STATES DISTRICT COURT FOR THE  
NORTHERN DISTRICT OF OKLAHOMA**

DENNIS RICE and HAROLD MACARIOLA,  
individually and on behalf of all others similarly  
situated,

Consolidated Plaintiffs,

v.

DOLLAR THRIFTY AUTOMOTIVE GROUP,  
INC., THOMAS P. CAPO, MARY ANN N.  
KELLER, EDWARD C. LUMLEY, RICHARD  
W. NEU, JOHN C. POPE, SCOTT L.  
THOMPSON, HDTMS, INC., HERTZ  
GLOBAL HOLDINGS, INC.,

Defendants.

Case No. 10-CV-294-CVE-FHM  
BASE FILE

Consolidated with  
Case No. 10-CV-311-CVE-FHM

**NOTICE OF RECENT EVENTS OF SIGNIFICANCE**

Defendants Dollar Thrifty Automotive Group, Inc. and the individual Director Defendants submit this Notice of Recent Events of Significance to notify the Court of certain recent events that bear on this lawsuit and the pending motion to dismiss.

As the Court is aware, Plaintiffs' Joint Amended Complaint ("JAC") seeks injunctive relief to prevent a vote by the Dollar Thrifty shareholders on the proposed merger of Dollar Thrifty and Hertz Global Holdings, Inc. Defendants have moved to dismiss the JAC on several grounds, and that motion has been fully briefed and is currently pending before the Court.

Recent events of significance that have occurred since the briefing on the motion to dismiss include the following:

1. On September 30, the Dollar Thrifty shareholders voted against the proposed Dollar Thrifty-Hertz merger. See Dollar Thrifty Automotive Group, Inc., Current Report (Form 8-K) (Oct. 1, 2010) (attached hereto as Exhibit 1).

2. Following the shareholder vote, on October 1, Hertz notified Dollar Thrifty that it had terminated the merger agreement between it and Dollar Thrifty. See Dollar Thrifty Automotive Group, Inc., Current Report (Form 8-K) (Oct. 1, 2010) (attached hereto as Exhibit 2).

DATED: October 8, 2010

Respectfully submitted,

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C. Lumley, John C. Pope, and Richard W. Neu*

**CERTIFICATE OF SERVICE**

I hereby certify that on October 8, 2010, I electronically transmitted the foregoing document to the Clerk of Court using the ECF System for filing and transmittal of a Notice of Electronic Filing to the following ECF registrants (names only are sufficient):

andrew@andrewshartman.com  
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jnotis@gardylaw.com  
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I hereby certify that on October 8, 2010, I served the attached document by mail, on the following, who are not registered participants of the ECF System:

Carl S. Stine  
Wolf Popper LLP  
845 Third Avenue  
New York, NY 10022

Chet B. Waldman  
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s/ Gerald L. Hilsher  
Gerald L. Hilsher

8-K 1 form8k093010.htm FORM 8-K

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

September 30, 2010  
Date of Report (Date of earliest event reported)

**DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-13647  
(Commission  
File Number)

73-1356520  
(I.R.S. Employer  
Identification No.)

5330 East 31st Street, Tulsa, Oklahoma 74135  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (918) 660-7700

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**EXHIBIT**

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**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On September 30, 2010, Dollar Thrifty Automotive Group, Inc., a Delaware corporation (the "Company"), held a Special Meeting of Shareholders in Chicago, Illinois. The following matters were submitted to a vote of shareholders and voting results are as follows:

- (1) The proposal to adopt the Agreement and Plan of Merger, dated as of April 25, 2010, by and among Hertz Global Holdings, Inc. ("Hertz"), HDTMS, Inc., a wholly owned subsidiary of Hertz ("Merger Sub"), and the Company, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of September 10, 2010, by and among Hertz, Merger Sub and the Company is rejected by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
11,811,154	13,830,126	4,735

- (2) The proposal to approve the adjournment of the meeting, if necessary, to solicit additional proxies if there are insufficient votes to adopt the amended merger agreement at the time of the special meeting is rejected by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
12,342,699	12,977,190	9,627

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.  
(Registrant)

October 1, 2010

By: /s/ H. CLIFFORD BUSTER III  
H. Clifford Buster III  
Senior Executive Vice President, Chief Financial  
Officer and Principal Financial Officer



8-K 1 dt8-k\_1001.htm

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

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(Exact name of registrant as specified in its charter)

Delaware	1-13647	73-1356520
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXHIBIT

2



**ITEM 1.02      TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT**

On October 1, 2010, Hertz Global Holdings, Inc. ("Hertz") notified Dollar Thrifty Automotive Group, Inc. ("DTAG") that it had terminated the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 25, 2010, as amended, by and among Hertz, HDTMS Inc., a wholly-owned subsidiary of Hertz, and DTAG, pursuant to Section 8.03(b)(iii) thereof. As previously reported, at the special meeting of shareholders of DTAG, held on September 30, 2010, the necessary majority of the outstanding shares of DTAG did not vote in favor of adopting the Merger Agreement or in favor of approving the adjournment of the meeting to solicit additional proxies in favor of adopting the Merger Agreement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.  
(Registrant)

October 1, 2010

By: /s/ H. CLIFFORD BUSTER III

H. Clifford Buster III  
Senior Executive Vice President, Chief Financial  
Officer and Principal Financial Officer

